

Kirkpatrick & Lockhart LLP

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FILED
00 MAR -3 AM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 2, 2000

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

200003156912--0
-03/03/00--01097--009
*****78.75 *****78.75

Re: Fishinglife Acquisition Co.

Ladies and Gentlemen:

Enclosed are duplicate copies of Articles of Incorporation prepared to effect the formation of the above-referenced proposed Florida corporation. Also enclosed is our check in the amount of \$78.75 in payment of the following fees:

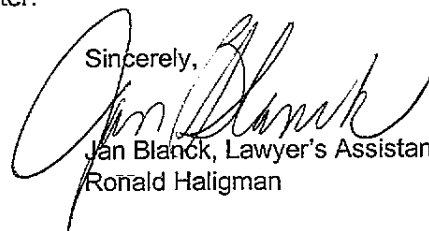
Filing Fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy	<u>8.75</u>

Total \$ 78.75

EFFECTIVE DATE
03-02-00

A return Federal Express envelope is enclosed for your convenience in responding.
Thank you for your cooperation with this matter.

Sincerely,



Jan Blanck, Lawyer's Assistant to
Ronald Haligman

cc: Ronald Haligman

3/9

**ARTICLES OF INCORPORATION
OF
FISHINGLIFE ACQUISITION CO.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of Fishinglife Acquisition Co., under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation (the "Corporation") is Fishinglife Acquisition Co.

ARTICLE II

ADDRESS

The street address of this Corporation shall be 18840 Highway 19 North, Suite 422, Clearwater, FL 33764.

ARTICLE III

DURATION AND COMMENCEMENT OF EXISTENCE

EFFECTIVE DATE
03-02-00

The duration of the Corporation shall be perpetual and shall commence on March 2, 2000.

ARTICLE IV

PURPOSE

The purpose of the Corporation shall be to engage in any and all business permitted according to the laws of the United States and Florida.

ARTICLE V

CAPITAL STOCK

The maximum number of shares of stock which this Corporation is authorized to issue is 10,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office shall be c/o Kirkpatrick & Lockhart LLP, 201 S. Biscayne Blvd, 20th Floor, Miami, FL 33131, and the registered agent for the Corporation at that address shall be Ronald Haligman.

ARTICLE VII

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are:

Name

Address

Ronald Haligman

c/o Kirkpatrick & Lockhart LLP
201 S. Biscayne Blvd., 20th Floor
Miami, FL 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2nd day of March, 2000.




Ronald Haligman,
Incorporator

Certificate of Registered Agent
of
Fishinglife Acquisition Co.

FILED
00 MAR -3 AM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for Fishinglife Acquisition Co., at the place designated in the foregoing Articles of Incorporation, Ronald Haligman agrees to act in this capacity and is familiar with and accepts the obligations provided in Section 607.0505 of the Florida Business Corporation Act.

DATE: March 2, 2000



Ronald Haligman